

**LOWNDES  
DROSDICK  
DOSTER  
KANTOR &  
REED, P.A.**

Attorneys at Law

A97000002342

215 NORTH EOLA DRIVE  
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2809  
ORLANDO, FLORIDA 32802

TELEPHONE: 407-843-4600  
FAX: 407-423-4495

GAIL S. ANDRE  
DIRECT DIAL: (407) 418-6203  
DIRECT FAX: (407) 843-4444  
E-MAIL: andregs@lowndes-law.com

February 24, 1999

Florida Department of State  
Divisions of Corporations  
P.O. Box 6237  
Tallahassee, Florida 32314

600002791276--9

-03/01/99-01152-011

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Certificate of Cancellation of Certificate of Limited Partnership of  
Rouse/Xentury Associates Limited Partnership

Dear Sir or Madam:

Enclosed herewith please find an original Certificate of Cancellation of Certificate of Limited Partnership of Rouse/Xentury Associates Limited Partnership for filing with the Florida Department of State. Also enclosed is our law firm's check in the amount of \$52.50 representing the filing fee for the Certificate of Cancellation.

Please file this document immediately upon receipt and kindly acknowledge your receipt and filing of the same on a copy of this letter. A self-addressed postage paid envelope is enclosed for your convenience.

Thank you for your assistance in this matter. If you have any questions, please feel free to telephone me.

Very truly yours,

*Gail S. Andre*

Gail S. Andre  
Legal Assistant to  
William A. Beckett

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR - 1 AM 10:36

gsa

Enclosure

017322/64902/163127

c: William A. Beckett, Esquire

**CERTIFICATE OF CANCELLATION OF  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
ROUSE/XENTURY ASSOCIATES LIMITED PARTNERSHIP**

Pursuant to Section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partner of Rouse/Xentury Associates Limited Partnership, a limited partnership organized and existing under the Florida Revised Uniform Limited Partnership Act of the State of Florida (the "Partnership"), hereby makes and files with the Department of State of the State of Florida this Certificate of Cancellation of Certificate of Limited Partnership of the Partnership for the purpose of cancelling the Partnership's Certificate of Limited Partnership issued by the Secretary of State of the State of Florida on October 28, 1997.

1. Name of Partnership. The name of the Partnership is Rouse/Xentury Associates Limited Partnership.

2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership of the Partnership was filed with the Department of State on October 28, 1997 and was assigned document number A97000002342.

3. Reason for Cancellation. The Certificate of Limited Partnership of the Partnership is being cancelled as the Partnership has been dissolved and terminated as provided in the Limited Partnership Agreement of the Partnership.

4. Effective Date of Cancellation. This Certificate of Cancellation of Certificate of Limited Partnership shall be effective upon filing.

EXECUTED this 11<sup>th</sup> day of February, 1999.

GENERAL PARTNER

ROUSE-OSCEOLA, INC.

By: \_\_\_\_\_

Michael J. Bryan  
Vice President

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR - 1 AM 10:36

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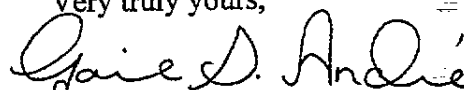
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